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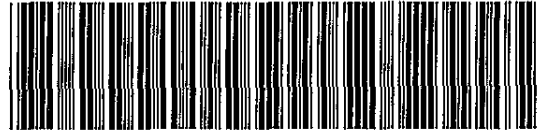
(Business Entity Name)

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12/12/05--01024--002 **70.00

EFFECTIVE DATE
12/15/2005

FILED
2005 DEC 12 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ~~AXOS~~ ~~TECHNOLOGIES, INC.~~ AXOS TECHNOLOGIES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: DAVID MALCOM SMITH
Name (Printed or typed)

5103 ROLLING FAIRWAY DR
Address

VALRICO FL 33594
City, State & Zip

(813) 571-1215
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Axos Technologies, Inc.

FILED

2005 DEC 12 PM 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE
12/15/2005

The name of the corporation shall be:

Axos Technologies, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at no par value.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on December 15, 2005, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5103 Rolling Fairway Drive, Valrico, Florida 33594, and the name of the initial registered agent of this corporation at that address is David Malcom Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith President	5103 Rolling Fairway Drive Valrico, Florida 33594

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith	5103 Rolling Fairway Drive Valrico, Florida 33594

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater

number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 7th day of December 2005.



DAVID MALCOM SMITH

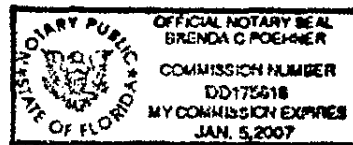
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared DAVID MALCOM SMITH, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged under oath before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 7th day of December 2005.



NOTARY PUBLIC
My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submitted the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: AXOS TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

David Malcom Smith
(NAME)

5103 Rolling Fairway Drive
(P.O. BOX NOT ACCEPTABLE)

Valrico, Florida 33594
(CITY/STATE/ZIP)

SIGNATURE 
DAVID MALCOM SMITH

TITLE President

DATE 12-7, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DAVID MALCOM SMITH

DATE 12-7, 2005


SIGNATURE/INCORPORATOR:

12-7-2005
DATE:

REGISTERED AGENT FILING FEE: \$35.00